equipment could deploy its switching capability to a far greater extent than that suggested by AT&T in its filing.[41]

It must be remembered that physical collocation is, as a matter of law, a physical taking of U S WEST's real property. Congress has authorized this taking, thus leaving U S WEST to actions before state authorities, federal district courts (pursuant to Section 252(e)(6) of the Act), and the United States Claims Court for achievement of just compensation. However, Congress limited the Commission's taking authority for a single specific purpose -- placement of equipment necessary to access unbundled network elements. Congress did not grant the Commission taking authority in incumbent LEC central offices beyond this limited purpose. It would be unlawful for the Commission to attempt to expand its takings jurisdiction. The AT&T request would clearly effectuate such an expansion.

Should AT&T be able to demonstrate that its switches really do not switch (and the AT&T petition does not even make a serious attempt at this demonstration), there may be room for the AT&T position in an appropriate arbitration proceeding. However, the position is not appropriate for reconsideration in this proceeding.

[41] Attached is a copy of a Wall Street Journal article from August of 1995. While much of the predictive journalism has now been accomplished (the spin-off of Lucent and NCR), one aspect of the report has not yet been realized. In the portion of the article under "Local Switches," the reporter describes AT&T's "nodes." RSMs associated with hosts that are miles away could allow AT&T to use the RSMs as an alternative to resale and as a way to bypass LEC access charges prior to June of 1997.

X. UNBUNDLED NETWORK ELEMENTS SHOULD NOT BE OFFERED AT DEAVERAGED RATES UNTIL AFTER OTHER RATES HAVE BEEN PROPERLY REBALANCED

Several petitioners point out that the Commission's requirement that network elements be offered at deaveraged TELRIC prices makes no sense so long as incumbent prices are based on averaged costs.[42] This position is clearly correct, regardless of the merits of pricing based on TELRIC cost analysis. It is clearly inappropriate to require an incumbent LEC to deaverage the cost of its network facilities before it can deaverage its retail and wholesale rate structures.

Especially in more rural states, averaged rates effectuate a subsidy of more expensive rural services from less expensive urban ones.

Requiring that unbundled loops be priced based on deaveraged TELRIC costs would mean that the loops would be available at a lesser price in the urban areas and at a higher price in the rural areas. The price of both urban and rural local service would, however, remain the same. Accordingly, the price available for resellers of local service would also remain the same in both areas. In this scenario, competitive LECs could purchase less expensive unbundled loops in urban areas, and less expensive wholesale local services in rural areas, essentially whipsawing the incumbent LEC. A requirement that such arbitrage opportunities be made available is clearly arbitrary and capricious, and the rule should be modified.

[42] WA UTC at 3-7; WI PUC at 6-8.

Unbundled network elements must be priced based on the same cost standards and methods which underlie the basic network services of which they are components.

XI. THE "FRESH LOOK" OPPORTUNITY TO BREACH EXISTING CONTRACTS SUGGESTED BY ALTS WOULD NOT BE LAWFUL

ALTS requests that the Commission establish a rule which would permit customers of incumbents LECs to breach their contracts with no or minimum penalties.[43] In a competitive marketplace, a governmental rule that enables customers to breach their freely negotiated contracts -- particularly a rule limited to contracts with a designated class of service providers -- would be absurd. The contracts ALTS suggests the government permit to be breached are all long-term contracts whereby, at least in the case of U S WEST, both parties negotiated to their mutual benefit. Depriving U S WEST of the benefit of its bargaining in the case of these contracts would constitute a governmental taking of U S WEST's property, for which U S WEST would be entitled to just compensation. Nothing in the Act gives the Commission the authority to effectuate such a taking.[44]

[43] ALTS at ii, 12-14.

[44] If incumbent LECs were to try to use this contracting process to impede competition, appropriate action could be taken to prevent such anticompetitive action.

XII. U S WEST HAS NOT NEGOTIATED IN BAD FAITH

Several petitioners request that the Commission establish a rule that arguing certain positions before state regulatory commissions be deemed a violation of the Act and evidence of "bad faith" negotiations. For example, MFS proclaims that U S WEST's advocacy before state regulatory commissions should be considered as a "blatant disregard and manipulation of the law."[45] MFS' conclusion is that the Commission "should not tolerate" such advocacy by U S WEST.[46]

MFS is asking the Commission to tread on very dangerous ground here. Lest there be any doubt, U S WEST has not been bashful in requesting that state regulatory authorities assert what we believe is their statutory authority in several key interconnection areas. Should state regulators assert such authority, and this action is deemed inconsistent with the Commission's view of its own power, the judicial processes are available to resolve the conflict. But it would be an astonishing expansion of Commission authority, not to mention a patent violation of the First Amendment to the Constitution, for the Commission to attempt to dictate U S WEST's advocacy before state commissions. MFS' argument in this respect must be flatly rejected.

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[45] MFS at 4.

[46] Id. at 3-4.

XIII. THE COMMISSION SHOULD NOT ATTEMPT TO ESTABLISH FINANCIAL PENALTIES FOR PERFORMANCE DISPUTES

TCG requests that the Commission establish nationwide performance standards for incumbent LEC interconnection activities and penalties for failure to meet those standards.[47] This suggestion is a bad idea for several reasons.

First, the Act does not guarantee any service or performance level for interconnectors. To the contrary, it requires only that the same quality level be available for interconnectors as is available for the incumbent LEC's own customers.[48] Thus, TCG's position is not supported by the Act.

More significantly, TCG's request that the Commission establish a regulatory vehicle for transfer of incumbent LEC funds to TCG raises extremely significant constitutional issues. Should the Commission choose to direct such an asset transfer, it would probably be unauthorized under the Act. However, if statutory authority could be found for such action, it would constitute a taking of incumbent LEC property, and the United States would need to reimburse the incumbent LEC for the amount transferred to the interconnector. Frankly, this seems like a rather strange use of taxpayers' money. But governmental action ordering an incumbent LEC to pay money to another private entity is a highly significant matter, and suggestions such as made by TCG simply fail to recognize the essential legal consequences of such action.

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[47] TCG at 3-5.

[48] Act, 110 Stat. at 62 § 251(c)(2)(C).

XIV. THE ANALYSIS OF THE LOCAL EXCHANGE CARRIER COALITION IS GENERALLY ACCURATE

LECC filed a reconsideration petition detailing a number of highly significant issues requiring reconsideration and/or clarification of the Order. U S WEST does not repeat the thoughtful comments made by LECC here. LECC's position deserves serious consideration and contemplation.

Respectfully submitted,

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October 31, 1996

ATTACHMENT

•••• 75 CENTS

Maw Bell

AT&T Eagerly Plots A Strategy to Gobble Local Phone Business

New Switches, Cellular Service And Potent Brand Name Are All Part of the Plan

But Bells Intend to Bite Back

By JOHN J. KELLER
Staff Reporter of THE WALL STREET JOURNAL

Can the company once quaintly known as Ma Bell manage to eat its young?

A decade after getting thrown out of the local phone business, AT&T Corp. is arming itself for a bruising re-entry into the $90 billion-a-year market dominated by its seven offspring, the Baby Bells.

By year's end, AT&T may begin tapping the Bells' most lucrative customers. It is now quietly putting together the pieces: a secret project to install more than 100 switches to route local calls in virtually every Bell market: a $23 billion investment in wireless services: a brand name reinforced with more than $1 billion in annual advertising, and platoons of lobbyists at the federal and state levels.

Long-Distance Relationship

AT&T is expected to cut discounts for some calls, matching a move by MCI. But the entry by the Baby Bells into the long-distance arena may reignite the price war. Article on page A2.

For consumers and businesses, AT&T's foray holds out the prospect of new services, lower prices and a return to the days of one-stop shopping for phone service. AT&T would bundle its new local service with its long-distance and wireless services into a single new offering. Consumers could gab from anywhere under new pricing that would greatly simplify today's confusing system of rates.

... distance, and AT&T was barred from ever acquiring any Bell assets — the fastest route to re-entering the local business.

Now those barriers, erected by the Justice Department and enforced by a federal judge, are ready to fall. The House of Representatives, following similar action in the Senate, this month passed landmark legislation — now headed for conference-committee review — to rewrite the rules of the game.

By forcing open the local telephone monopolies to new rivals, the new legislation would free AT&T to try to build what amounts to a new nationwide Bell system. But it would also free the Bells to enter long distance — and, in another twist, clear the way for cable-TV companies to cross into both markets.

Other Players

Also newly unrestrained, of course, would be AT&T's long-distance rivals, MCI Communications Corp. and Sprint Corp. MCI has begun spending more than $2 billion on its project to build its own local phone networks, bypassing the Bells in 20 U.S. markets. Sprint is linking its long-distance service with three of the nation's largest cable-television companies — Tele-Communications Inc., Cox Enterprises Inc. and Comcast Corp. — which are upgrading their lines to deliver local phone service that would rival the Bells'.

How AT&T navigates in this coming storm could determine whether it will thrive in the new world or wither. As the company maps out its strategy, it must contend with the looming threat from its powerful offspring: The Baby Bells could capture up to one-third of the $60 billion-a-year long-distance market just 18 months after getting in, some experts say. That would cost AT&T, which has more than 60% of the long-distance market, billions of dollars in business.

"AT&T's share could plunge into the low 40s," says Joseph Kraemer, a managing director at EDS Management Consulting Services. One AT&T executive warns: "If the Bells took a third of the market, we might have to cut another 15,000 jobs."

Cherry-Picking

For the Baby Bells, AT&T's local foray could shrink profits. "If AT&T comes into our business, they'll take 30% of our base within three to five years," frets Julia B. North, the chief of consumer services at BellSouth Corp.

"Their strategy is very rational," says Bell Atlantic Corp. Vice Chairman James Cullen: AT&T will "cherry-pick the top 25% of our 11 million customers." These include businesses and affluent individuals who use everything from local services to call-waiting, voice-mail and multiple phone extensions, and "account for 75% of our profit margin," he says.

So huge is the bet on local services that

Maw Bell: AT&T Plans to Gobble Big Chunk of Local Phone Service

Continued From First Page

a year on its vast network and has less than $1 billion in cash on hand — a meager sum for a giant with $8 billion in annual cash flow. Its ability to borrow may be limited. Moody's Investor Service recently put AT&T's $15 billion in debt under review. "If AT&T wants to keep its double-A rating, it can't borrow much," says Jack B. Grubman, a Salomon Brothers Inc. analyst. "AT&T looks invincible, but they're really hamstrung."

If it can secure the capital it needs, AT&T could make a fast start. Its long-distance service or phones are used in over 75% of U.S. households, according to Boston researcher Yankee Group. Nine out of 10 of AT&T's customers are also Bell customers. AT&T computers glean details on the calling habits of more than 80 million homes—ideal for tailoring pitches.

"They know who our higher-paying customers are," notes Sidney Boren, a BellSouth senior vice president. "AT&T will enter our markets on a highly targeted basis, offering one-stop shopping that we can't."

Brand-Name Clout

AT&T's name is one clear advantage. When its recently acquired McCaw Cellular unit switched to the AT&T label for paging, the number of potential customers calling the service went to 6,000 a week from 600. Next month, all McCaw services will adopt the AT&T name. "We're going to like this," says Steven Hooper, president of McCaw, now called AT&T Wireless.

AT&T executives won't discuss their plans for a local invasion until the outcome of the pending legislation is clear. Until recently, AT&T Chairman Robert E. Allen has played a little public-relations possum, assuring people that AT&T had no plans to challenge the Bells.

"He hardly wanted AT&T to look like the industry's only nuclear power at a time when we're trying to win legislation that will make it easier for us to compete," says one senior AT&T executive.

People inside AT&T say the company plans a massive first strike against the Bells, hoping to penetrate all 50 states with a special bundle of services.

The first major attack will come in the Illinois and Michigan markets of Ameritech Corp. But first, AT&T is testing local service in Rochester, N.Y., under a plan ordered by New York regulators to open the local phone market.

In Rochester, AT&T is playing on the fact that many consumers yearn for the billion on licenses to offer new "personal communications services"—a cellular-like offering that operates at a higher frequency — and will spend $4 billion more to build these networks and link them to McCaw's. That will more than double AT&T's wireless coverage to a population of 200 million.

Ubiquitous coverage is imperative for AT&T to accomplish its goal of providing "anywhere, anytime" communications. The company sees every wireless customer as a potential convert to its new local service. Insiders say AT&T aims to increase the McCaw customer base to 25 million by mid-1998, which would be up fivefold and more than the entire U.S. cellular industry now has. Later this month, AT&T will offer to send customers cellular pocketphones for a dollar and combine their discounts on long-distance and cellular calls.

It's the kind of synergy the Bells have long feared. One new AT&T gadget could be a Trojan horse rolling into local services. A wireless Personal Base Station is a cordless phone when plugged into the local phone system; outside the home it converts to cellular usage. By mid-1996, AT&T will sell it to customers for about the price of a high-end cordless phone, charging a base rate of $5 to $10 per month plus usage fees.

Some obstacles remain. Cellular service costs much more than local service, and engineers are working to close the gap. There is also the dial-tone problem. Local customers expect one when they pick up the phone, but cellular phones don't work that way; a user punches in a number first, then zaps it onto the network. AT&T is working on a device that will let a cellphone mimic dial-tone calling.

AT&T also is pursuing alternative routes into the home, including cable-TV lines in systems owned by Time Warner Inc. and other cable firms. It may even use the lines of rival MCI, which is building fiber-optic networks in more than 20 cities.

Local Switches

These local pathways will join a vastly expanded network that will keep AT&T ahead well into the next century. Reaching out to local communities, AT&T has installed 880 communications "nodes" or local network points nationwide, about five in each Bell calling area.

The nodes will act as collection points that forward local calls to a new network that spans 72 big local switches so far.

years. They said packaging and bundling is really key," she says, and "that they liked the good old days of AT&T."

Ralph Casperson of Rochester, who recently lost his job, says AT&T's local service was 10% cheaper than the local monopoly's. With mounting bills and a daughter studying overseas, he says, "saving 10% of anything is huge." He adds: "AT&T calls constantly to see if I'm happy. I didn't hear a peep from the phone company for 23 years."

Line Trouble

The Rochester case, however, also shows AT&T the difficult times ahead. In order to provide phone service there or anywhere else, AT&T must have direct access to customers, whose home and business lines are controlled by the local monopolies. AT&T must lease these lines at a discount, rent other lines — perhaps from cable companies — or spend big to build alternative links of its own.

In Rochester, the local phone company, Frontier Communications Corp., gives AT&T only a 5% discount off what it charges residential customers. From this AT&T must pay its costs, wiping out any profit, says Joseph Nacchio, AT&T's consumer-services president.

In addition, AT&T has to rent Frontier's switching service, even though AT&T could handle the switching itself. If AT&T wanted to rent the lines alone, Frontier would charge the company 10% *more* than what a resident pays. "The chicken parts cost more than the whole chicken," Mr. Nacchio complains.

AT&T is having an even tougher time with Chicago-based Ameritech, which has proposed opening its market in exchange for entry into long distance. Despite months of negotiations, Ameritech so far has refused to give discounts for resale of local phone service.

Last month, Ameritech told AT&T that it must publicly support letting Ameritech into the long distance before the Bell would even begin negotiations to let AT&T hook up to its local network. "It was extortion," says one AT&T executive. "And, incredibly, they put it in writing."

Ameritech general counsel Thomas Hester says that his company was merely responding to AT&T's request for negotiation terms, and that AT&T wants "to slow things down as long as they can."

AT&T brass anticipated the Bell resistance. In the 1970s, when AT&T and the Bells were one big company, AT&T executives used similar tactics to foul up MCI's efforts to compete. To ensure that it wouldn't be similarly disadvantaged, AT&T spent a total $21.5 billion in stock and assumed debt to acquire the nation's largest wireless company, McCaw Cellular, and related properties.

No Wires

When AT&T unveiled the McCaw deal in 1992, Mr. Allen insisted the move wasn't

local phone companies have 17,000," says Frank Ianna, AT&T's network chief. Local phone traffic dwarfs long-distance traffic by almost 10 to 1, so the Bells would be well equipped to pick up long-distance business, he says.

Still, AT&T has much of the switching it needs to wage war now. High-speed fiber-optics will reduce the number of local switches it must install: A local call in San Francisco, say, could be routed instantly by a switch in San Antonio.

Mall Call

By next year, this network will switch phone calls from the home, car or the mall. Customers will be able to order a special seven-digit number that will reach them at home or on the road.

AT&T already is targeting other Bell business, including collect-calling, in-state "toll calls," 800 numbers and a national directory service. "They want to take this highly profitable business and leave the Bells with the less-profitable local calling, the yech stuff," says Brian Adamik, an analyst at Yankee Group.

Mr. Grubman of Salomon says AT&T will wage a "scorched-earth attack on the Bells," especially as they gird to enter the long-distance market. "You're talking about AT&T's core business being at risk now," he says. "AT&T is arming itself to the teeth."

CERTIFICATE OF SERVICE

I, Richard A. Grozier, do hereby certify that on this 31st day of October, 1996, I have caused a copy of the foregoing **COMMENTS ON PETITIONS FOR RECONSIDERATION** to be served via first-class United States Mail, postage prepaid, upon the persons listed on the attached service list.

Richard A. Grozier

***Via Hand-Delivery**

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